UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	)	
	)	Chapter 11
STONE BARN MANHATTAN LLC, et al.,	)	
(f/k/a Steve & Barry's Manhattan LLC),	)	Case No. 08-12579 (ALG)
	)	Jointly Administered
Debtors.	)	

STIPULATION, AGREEMENT AND ORDER EXTENDING DEADLINE FOR HILCO MERCHANT RESOURCES, LLC AND GORDON BROTHERS RETAIL PARTNERS, LLC TO FILE AN ADMINISTRATIVE EXPENSE CLAIM REQUEST AGAINST THE DEBTORS' ESTATES

This Stipulation and Order (the "Stipulation") is made as of December 24, 2008, by and between Stone Barn Manhattan LLC (f/k/a Steve & Barry's Manhattan LLC) and its debtor affiliates, as debtors and debtors-in-possession (the "Debtors"), and Hilco Merchant Resources, LLC and Gordon Brothers Retail Partners, LLC (together the "Hilco/GB Joint Venture," and collectively with the Debtors, the "Parties"), through their respective and duly authorized counsel of record.

Recitals

WHEREAS, on July 9, 2008 (the "Petition Date"), the Debtors filed their voluntary petitions for relief (the "Chapter 11 Cases") under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York (the "Court");

WHEREAS, subsequent to the Petition Date, the Debtors entered into that certain Amended and Restated Asset Purchase Agreement (the "APA") among S&B Industries Inc., BH S&B Holdings LLC, Hilco Merchant Resources, LLC and Gordon Brothers Retail Partners, LLC, dated as of August 22, 2008;

WHEREAS, pursuant to the *Order Pursuant to Sections 502(b)(9) and 503(a) of the Bankruptcy Code and Bankruptcy Rule 3003(c)(3) Establishing the Deadline for Filing Proofs of Claim and Administrative Claim Requests and Approving the Form and Manner of Notice Thereof* [Docket No 1073], dated November 13, 2008, the Court established December 29, 2008 at 5:00 p.m. (prevailing Eastern Time) as the deadline to file certain administrative expense claim requests against the Debtors' estates (the "Administrative Expense Bar Date");

WHEREAS, the Debtors have agreed to extend the Administrative Expense Bar Date for the Hilco/GB Joint Venture only; and

WHEREAS, the Parties desire to memorialize their agreement in this Stipulation.

NOW, THEREFORE, it is hereby stipulated, agreed, and ordered that:

1. Solely with respect to any administrative expense claims that may be asserted by the Hilco/GB Joint Venture under the APA, the Administrative Expense Bar Date shall be extended to March 30, 2009 at 5:00 p.m. (prevailing Eastern Time).

2. This Stipulation is without prejudice to the Parties agreeing in writing to an additional extension of the Administrative Expense Bar Date.

7. This Stipulation shall be binding upon the Parties, their successors and assigns.

8. This Stipulation may be executed in one or more counterparts, which collectively shall form one and the same agreement.

9. The Bankruptcy Court shall have jurisdiction over any action or proceeding arising out of, or relating to, this Stipulation.

Dated: December 24, 2008

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Dated: December 24 , 2008

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Counsel for the Hilco/GB Joint Venture

Dated: January 5, 2009
New York, New York

IT IS SO ORDERED:

/s/ Allan L. Gropper
UNITED STATES BANKRUPTCY JUDGE